



BYLAWS

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BYLAWS

The Arts Commission of the City and County of San Francisco

ARTICLE I

Name and Definitions

1.1 Name

The name of the agency shall be the Arts Commission of the City and County of San Francisco.

1.2 Definitions

The following terms and their definitions shall apply to these Bylaws:

- a. The Arts Commission of the City and County of San Francisco is referred to as "the Commission".
- b. Individuals who serve on the Commission are referred to as "Commissioners" or "members".
- c. Officers, such as President and Vice President, of the Commission are referred to as "Officers".
- d. The Mayor of the City and County of San Francisco is referred to as "the Mayor".
- e. The chief executive appointed by the Commission is referred to as the "Director of Cultural Affairs" or "the Director".
- f. Staff members working for the Commission are referred to as "Staff".

ARTICLE II

Principal Executive Office

2.1 Principal Executive Office

The principal executive office of the Commission shall be located at: 25 Van Ness Avenue, Suite 240, San Francisco, CA 94102.

ARTICLE III

Purpose

3.1 Overall Mandate

The purpose of the Commission is to champion the arts in San Francisco. Believing that a creative cultural environment is essential to the City's well being, Arts Commission programs integrate the arts into all aspects of City life.

The Arts Commission is charged specifically with the responsibility to carry out the mandate of City Charter sections 5.103 and 16.106. These sections provide that the Commission shall approve the design of all buildings and other structures erected on City property or extending onto City property; shall approve the contracting, placement, removal, relocation or alteration of art on public property; shall supervise and control the expenditure of all appropriations by the Board of Supervisors for music and the advancement of art or music; and shall supervise all policy connected with the arts assigned to it by ordinance or executive action.

(Charter, Sections 5.103 and 16.106)

3.2 Powers and Duties

The Commission has general powers and duties as described in Sections 4.101-104, Boards and Commissions, of the San Francisco Charter.

In general, the Arts Commission has the authority and duty to:

- a. Prescribe rules and regulations consistent with the charter for the conduct of its affairs.
- b. Appoint a president.
- c. Establish standing and special committees.
- d. Receive and administer gifts, devises and bequests on behalf of the City and County.
- e. Hold regular, open and public meetings at regular fixed dates and at regular meeting places.
- f. Hold executive sessions.

- g. Appoint an administrative head who shall hold office at its pleasure.
(Charter, Sections 4.101-104, 5.103)

3.3 Commission Programs

Pursuant to its Charter responsibilities, the Arts Commission establishes programs in order to fulfill its purpose and administer policy:

- | | | |
|----|-------------------------------------|-----------------------------|
| a. | Arts Commission Gallery | |
| b. | Civic Design Review | Charter Sec. 5.103 |
| c. | Collections Management | Charter Sec. 5.103 |
| d. | Community Arts and Education | Charter Sec. 5.103 |
| e. | Cultural Equity Endowment | A.C. Chapter 68, Sec.68.1-9 |
| f. | Maintenance of a Symphony Orchestra | Charter Sec. 16.106 |
| g. | Public Art | A.C. Sec. 3.19 |
| h. | Street Artists | Ordinance No. 41-83 |

The Arts Commission may authorize the expansion of programs or curtailment of program responsibilities other than those specifically defined by City Charter or Ordinance.

ARTICLE IV

Members

4.1 Members

The Arts Commission shall have fifteen (15) regular members appointed by the Mayor, and one ex-officio member. The ex-officio member shall be the president of the Planning Commission, or a member of the Commission designated by the Mayor. The regular members shall include four lay members and eleven (11) practicing art professionals, including two architects, one landscape architect, and representatives of the visual, performing, literary, and media arts disciplines, including painting, sculpture, dance, theatre, music, literature and media arts.

4.2 Nomination and Appointment

The members of the Arts Commission shall be appointed by the Mayor. In appointing the eleven regular members, the mayor shall solicit nominations from architectural, art, musical, literary, dance theatre, and other cultural organizations of the city.
(Charter Section 5.103)

4.3 Appointment and Term of Office

The initial terms of office of the fifteen (15) appointed Commissioners are delineated in Charter Section 5.103. All subsequent terms of office shall be for

four years. Appointments are made to complete existing terms or to start new terms.

4.4 **Duties of Commissioners**

Each regular Commissioner shall be a member of at least one committee. In order to execute their responsibilities, Commissioners shall:

- a. Attend all regular and special meetings of the Commission and the meetings of committees of which they are members.
- b. Be knowledgeable about general issues of concern to the San Francisco art community.
- c. Strive to increase the resources of the Commission.
- d. Act as liaisons to the Board of Supervisors, the Mayor and other members of City Commissions.
- e. Act as advocates for the Arts to government and the business community.

4.5 **Compensation**

Commissioners shall serve without compensation. No member of this Commission shall receive from the City and County, or from any trust, donation, or legacy, any compensation for any service for the benefit of the City and County.

(Charter, Section 4.122)

4.6 **Vacancies, Removals and Resignations**

- a. Vacancies and removals
A vacancy on the Commission shall be deemed to exist on the occurrence of any of the following:
 1. The death, resignation or removal of any Commissioner.
 2. The declaration by the Mayor of a vacancy in the office of a Commissioner who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has engaged in official misconduct prohibited by the Charter.
 3. If any Commissioner has three (3) unexcused absences of regularly scheduled meetings of the full Commission in any twelve (12) month period, the Commission may notify the Mayor for mayoral decision to remove the Commissioner. If a Commissioner does not give notice to the Director within 72 hours of the scheduled meeting, the absence will be unexcused.
 4. If there is an increase in the chartered number of Commissioners.

All vacancies occurring during a term shall be filled for the unexpired term.

b. Resignations

Any Commissioner may resign upon giving written notice to the Mayor.

4.7 **Statement of Economic Interests**

Members have the duty of submitting to the Ethics Commission upon their appointment to the Commission and annually during their membership, and upon termination of their membership, a completed and signed Statement of Economic Interests.

ARTICLE V

Officers

5.1 **Officers**

The officers of the Commission shall consist of a President and Vice-President.

5.2 **Election and Term of Office**

At the regular November meeting of the Commission, Officers shall be elected from among the regular members of the Commission. All officers shall hold office for one (1) year or until replaced by election.

5.3. **Duties of the President**

The President shall preside at all regular meetings of the Commission. The President is empowered to call special meetings, reschedule meetings, change committee appointments, form committees of the commission, change committee appointments, and appoint chairpersons of all standing committees and special committees of the Commission pursuant to ARTICLE VII of these bylaws.

Presiding duties include opening and adjournment, ascertainment of the existence of a quorum, sequence of business, recognition of members entitled to the floor, statement for vote of all motions that legitimately come before the assembly, enforcement of rules of debate, and protection of the assembly from frivolous or dilatory motions.

The President shall be an ex-officio member of all committees of the Arts Commission.

5.3 Duties of the Vice-President

In the absence of the President, the Vice-President shall preside at meetings of the Commission and have all powers of, and be subject to all the restrictions upon, the President.

5.4 Absence of Officer(s) at Regular Meetings.

In the event of absence, or inability to act, of the President and Vice President, a majority of the remaining members of the Commission at the meeting shall elect one of the members to act temporarily as the presiding officer.

5.5 Filling Vacancies

In the event the President is unable to complete his/her term of office, the Vice-President will succeed the President and fulfill the President's remaining term of office as the presiding officer. The Commission shall conduct an election to replace the Vice President. The Vice President's successor will serve the remaining term of office.

5.6 Director of Cultural Affairs

The Director shall conduct all administrative affairs under the control of the Commission, and shall supervise the staff required for this work.

ARTICLE VI

Meetings

6.1 Regular Meetings

Regular meetings of the Commission shall be publicly noticed and held at 3:00 p.m. on the first Monday of each month at 25 Van Ness, Suite 70, San Francisco, CA 94102. Exception: When the first Monday of the month falls on a holiday, that month's meeting shall be held on the next business day.

(Sunshine Ordinance, A.C. Sec. 67.6C)

6.2 Committee and "passive" Meetings

Standing, ad hoc and advisory committee meetings of the Commission are subject to all of the requirements for notice, regularity of meeting dates and locations, public access, public testimony, action and voting. "Passive meetings" are subject only to the requirements of the San Francisco Sunshine Ordinance. Passive meetings are meetings of advisory committees formed by written initiative of a Commissioner or the Director, or social, recreational and ceremonial occasions.

(Sunshine Ordinance, A.C. Secs. 67.3(b) and 67.4)

6.3 Special Meetings

In addition to the regular monthly meetings, the President or a majority of the Commission or a committee may elect to hold special meetings, of the Commission or the committee so electing, to investigate timely issues or those requiring concentrated focus and investigation. Special meetings shall be governed by the following requirements for notice, public access, testimony, action and voting.

6.4 Closed Meetings

The Commission shall hold closed or executive sessions as permitted in the Brown Act, the Sunshine Ordinance and Charter Section 4.104, and shall specify and disclose the purpose of any closed sessions.

- a. Conferring with designated public officials on matters posing a threat to the security of public buildings or threat to the public's right to access to public services or public buildings.
- b. Considering the appointment, employment or dismissal of, or to hear complaints and charges against employees under its authority.
- c. Conferring with legal counsel under circumstances in which the lawyer-client privilege conferred by the laws of the State of California may lawfully be claimed.
- d. Meeting with its negotiator prior to the purchase, sale, exchange or lease of real property.

(Brown Act, Sections 54956.7-9, and
54957.0.1; Charter, Section 4.104)

Disclosure of closed session discussions and actions shall be at the discretion of the Commission, unless the matter is confidential under federal, state or local law.

6.5 Notice of Meetings

The Director of Cultural Affairs shall be responsible for assuring that notices, agendas and minutes for all regular and special meetings of the Commission and all meetings of the Commission's committees are prepared, posted and distributed in accordance with state and local laws.

6.6 Action at a Meeting: Quorum and Required Vote

- a. Quorum
The presence of eight (8) Commissioners at a meeting of the Commission constitutes a quorum. Each Commissioner present shall have one vote on motions brought before the Commission. Proxies are not permitted. In the absence of a quorum, no action can be taken, and the meeting will be

adjourned. At this time, an informational hearing can be held with no action taken and a report given at the next hearing.

(Charter, Section 4.104 and Roberts
Rules of Order, Chapter XI.39)

b. Required vote

Commissioners who are present at a meeting may abstain from voting on any question put to a vote at that meeting under two circumstances only. First, the Commission may excuse a member from voting on a matter for any reason through a motion adopted by a majority of members present. Second, a Commissioner must disclose any necessary information and refrain from voting where his/her participation would constitute a conflict of interest as defined by controlling federal, state or local laws.

c. Tie vote

In the rare instance in which an even number of Commissioners are present at a regular meeting and a vote on an issue is evenly divided, the vote on that matter may be carried over to the next regularly scheduled meeting of the Commission or the issue may be tabled to the agenda of a special meeting.

6.7 **Action on Items not on the Agenda**

No action or discussion shall be undertaken on any item not appearing on the posted agenda, except to the extent of asking a question for clarification or referring the matter to staff.

(Sunshine Ordinance, A.C. Sec. 67.7(d))

Action on items not on the agenda may be taken on items of business not appearing on the posted agenda only:

- a. Upon a determination by a majority vote of the Commission that an accident, natural disaster or strike poses a threat to public health and safety.
- b. Upon a reasonable determination by a two-thirds vote of the Commission, or a unanimous vote of the members present, that (A) deferring of action to a subsequent special or regular meeting would result in serious injury to the public interest, or the action is purely commendatory, and (B) that the need to take action came to the attention of the Director subsequent to the agenda being posted as specified in Section 6.5 herein.
- c. When the item was legally posted for discussion at a meeting and continued for action to a subsequent meeting taking place not more than five days after the initial meeting.

(Sunshine Ordinance, A.C. Sec. 67.7(e))

6.8 Voting

- a. Classes of voting members
All members, whether appointed by the mayor or ex-officio, shall be entitled to one vote on each matter submitted to a vote of the Commission.
- b. Procedure
A vote of the majority of the Commissioners at a meeting at which a quorum of members entitled to vote is present shall constitute an action or decision of the Commission, unless otherwise specified in these Bylaws, or any other State or Local ordinance.
- c. No censure
Every member of the Commission retains the full constitutional rights of a citizen to comment publicly on any item before the Commission. The Commission shall not sanction, reprove or deprive members of their rights as elected or appointed officials for expressing their judgements or opinions. (Sunshine Ordinance, Sec. 67.19)

6.9 Public Testimony

Time shall be set aside during the meeting for public testimony on matters on the published agenda of the meeting and other matters within the Commission's jurisdiction.

The time allocated for public testimony may be limited at the discretion of the Commission President or a majority of the Commissioners or committee members present, provided that each person wishing to speak on an item shall be permitted to be heard once for up to three (3) minutes.

(Sunshine Ordinance Sec. 67.17)

6.10 Access to Meetings

The Commission shall provide notice of public accessibility and access to all regular and special meetings in compliance with Chapter 67 of the San Francisco Administrative Code.

6.11 Conflict of Interest

Every member of the Commission shall refrain from making or influencing governmental decisions in cases where he or she has a conflict of interest, as described in A.C. Sec. 58.130, the California Government Code Sections 87.100 et seq., and related laws.

ARTICLE VII

Committees

7.1 Guiding Principles

The Commission shall establish standing committees which shall:

- a. Conduct public hearings and take public testimony when needed to ensure that all viewpoints are considered and in all cases when required by local, state or federal law.
- b. Provide the Commission with readily available expertise regarding the policies and direction of the Commission.
- c. Review Director and staff recommendations and advise the Commission regarding action to be taken.
- d. Provide a broad community participation in Commission activities.
- e. Examine issues brought before the Committee and make recommendations to the Commission on resolutions, contracts and approvals.

7.2 General Committee Procedures

All Committees of the Arts Commission shall be governed by the provisions of all applicable federal, state and local laws. In general, all Committee meetings shall be open and public. All committees shall publish and distribute agendas and minutes, shall meet at regularly scheduled times and at regular meeting places, shall provide for public accessibility, shall hear public testimony on issues on the agenda and other issues under their purview, and shall have the right to limit public testimony.

(Sunshine Ordinance, A.C. 67.3 and 67.6)

7.3 Accountability of Committees to the Commission

All Committees formed by the Commission or the President of the Commission shall be accountable to the Commission and shall have authority to make recommendations to the Commission on matters within the Committee's area of responsibility. Only the Commission can take action binding the Commission; committees are not so empowered.

7.4 Standing Committees

The Commission shall maintain standing committees for the execution of its general powers and duties:

a. **Executive Committee**

The Executive Committee shall be composed of six Commission members: the President of the Commission; the chairs (or their designees) of the Community Arts, Performing Arts, Visual Arts Committees; and two other Commissioners.

The Executive Committee shall have the responsibility for reviewing and recommending overall Commission policy, long range and strategic planning, program evaluation, general budgeting and financing of programs and facilities. It shall review panel recommendations, program policy and implementation, and issues and recommendations from the Advisory Committee of the Cultural Equity Endowment Fund.

b. **Civic Design Committee**

The Civic Design Review Committee is charged with the Charter responsibility of reviewing the design of buildings and all other structures erected upon land belonging to the City and County, or private structures which extend over or encroach upon such land. The Committee may also advise the Commission with respect to lines, grades and planting of public ways and grounds.

c. **Community Arts and Education Program Committee**

The Community Arts and Education Program Committee shall be responsible for review and recommendation of program policies, projects and initiatives for the Community Arts and Education Program which includes the program formerly known as Neighborhood Arts and community arts in general. It shall review recommendations by the Arts Education and Cultural Facility Advisory Committees and report these to the Commission.

d. **Nominating Committee**

The Nominating Committee shall be appointed by the President no later than the regular August meeting each year. The Committee shall consist of a minimum of three regular members of the Commission.

The Nominating Committee shall review qualifications and availability of Commissioners and make recommendations for officers, review nominating procedures, develop and participate in orientation sessions for new members, and make recommendations for public membership on ad hoc committees and subcommittees.

- e. Performing Arts Committee
The Performing Arts Committee shall be responsible for addressing issues, programs and projects concerning the performing arts, such as music, theatre, dance, opera, and related disciplines. It shall oversee support mechanisms or programming developed to maintain a symphony orchestra, either directly or through a subcommittee.
- f. Street Artist Program Committee
The Street Artist Program Committee meets to hear proposals for, and initiate drafts of, policy relating to the management and enforcement of the program and Street Artists Ordinance. The Committee oversees licensing procedures, develops criteria for examining street arts and crafts, recommends on requests for temporary and permanent selling spaces, conducts hearings on alleged violations and makes recommendations on acquittals, suspensions and revocations of street artist certificates.
- g. Visual Arts Committee
The Visual Arts Committee reviews and recommends all program proposals, policies and procedures for the Public Art, the Gallery and the Civic Art Collection programs. It oversees all aspects of acquiring, maintaining or de-accessioning artwork for the Civic Art Collection.

7.5 Advisory Committees

The Commission shall maintain Advisory Committees to inform and make recommendations to the Standing Committees of the Commission. Advisory Committees shall include but are not limited to:

- a. Arts Education Advisory Committee
The Arts Education Advisory Committee shall examine and recommend to the Community Arts and Education Committee programming, projects and initiatives which provide Commission leadership and service in Arts Education to the arts community, primary and secondary public schools and the general public.
- b. Cultural Equity Endowment Advisory Committee
The Cultural Equity Endowment Advisory Committee will conduct an annual review of the implementation of the Cultural Equity Endowment. It will report its findings to the Executive Committee of the Arts Commission.
- c. Cultural Facilities Advisory Committee
The Cultural Facilities Committee shall review and make recommendations to the Community Arts and Education Program

Committee regarding programs in, maintenance, construction, acquisition and disposition of City facilities in neighborhoods under the jurisdiction of the Arts Commission.

- d. **Street Artist Advisory Committee**
The Street Artist Advisory Committee shall be made up of five artists and craftspeople, appointed by the Mayor, one of whom is an art teacher, and none of whom are street artists.

The Committee is responsible for the screening of wares of applicants who are seeking permits in order to verify that items are of the artist's own creation. The Committee makes studio visits and monitors street sales.

7.6 Ad hoc Committees

The President of the Commission and/or a majority of the Commissioners may also form ad hoc committees. Ad hoc committees ("select" committees) are formed for a specific purpose and cease to exist after completion of a designated task.

7.7 Chairpersons of Committees

Chairpersons of standing committees will be regular Commissioners other than the Commission President. Chairpersons of advisory or ad hoc committees may be community members of advisory or ad hoc committees. Appointments to chair committees shall be determined by the President of the Commission, or at the President's option, by a consensus election of the committee membership.

7.8 Committee Membership and Size of Committees

Standing committees will be made up of regular members of the Commission. Advisory and ad hoc committees may be made up of regular members of the Commission and members of the public nominated and approved by the Commission. Committee size shall be determined as set forth in these Bylaws or by the President of the Commission.

7.9 Terms of Committee Membership

Members of standing, advisory and ad hoc committees shall serve for one year and may be re-appointed to committees.

7.10 Removal

Commissioners may request removal from a committee by doing so to the President of the Commission.

Each committee may determine its attendance requirements. Members who miss more meetings than permitted without express approval of the committee chairperson shall be deemed to have resigned.

ARTICLE VIII

Governance

8.1 Governance

The operation of the Commission shall be governed by the following legislation and rules:

Charter of the City and County of San Francisco
The San Francisco Administrative Code
Chapter 67 of the San Francisco Administrative Code (The Sunshine Ordinance)
California Government Code Sections 54950 et seq. (The Brown Act)
Roberts Rules of Order

ARTICLE IX

Amendment of Bylaws

9.1 Amendment of Bylaws

The Bylaws of the Arts Commission may be amended after presentation of proposed amendments as a scheduled agenda item in a Regular meeting of the Commission. Both one full month's notification of proposed amendments and passage by majority membership vote at the following month's regular meeting are prerequisites to amendment of Bylaws.



